FORM D

RECEIVED SECURITIES AND EXCHANGE COMMISSION JUN 2 6 20 Washington, D.C. 20549 FORM D **QUICEOF** SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB A		
OMB NUMBER:	3235-0076	
Expires:	April 30, 2008	
Estimated avarage bunden		

Estimated average burden

hours per response16.00



Name of Offering (check if this is an amendment a	and name has changed, and indicate change.)	
Series B Convertible Preferred Stock		
Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendment	Rule 504 □ Rule 505 ■ Rule 506 □ Section 4	(6) □ ULOE
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and	name has changed, and indicate change.)	
Compound Therapeutics, Inc.		
Address of Executive Offices (Number and Stre	eet, City, State, Zip Code)	Telephone Number (Including Area Code)
100 Beaver Street, Suite 300, Waltham, MA 0245	33	781-891-3745
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business: Developing novel class of protein drugs to serve un	nmet needs in inflammation, autoimmunity, cancer	and infectious disease. PROGROSSO
Type of Business Organization		
■ corporation	□ limited partnership, already formed	□ other (please specify): JUN 2023
□ business trust	□ limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization: (Enter		red PERFORMENT

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	IFICATION DATA				
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Lee, Frank D.							
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)				
c/o Compound Therapeutics, Inc., 100 I	Beaver Street, S	uite 300, Waltham, MA	02453				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Mendlein, John							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
c/o Compound Therapeutics, Inc., 100 l	Beaver Street, S	uite 300. Waltham, MA	02453				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)				222000			
Edwards, John	(Number and S	tenet City State 7in Cod	la)				
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Compound Therapeutics, Inc., 100 l	Beaver Street, S	uite 300, Waltham, MA	02453				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)				•			
Afeyan, Noubar							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)				
/ C 1001		** 200 *** ** ***	00.453				
c/o Compound Therapeutics, Inc., 100 l Check Box(es) that Apply:			□ Executive Officer	m Dinastan	Consess and an Managing Portrag		
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Ton Pane (2005 name 1115), Il morvioun,							
Crane, Alan							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
c/o Compound Therapeutics, Inc., 100 l	Beaver Street, S	uite 300, Waltham, MA	02453				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Come Y. Datatak							
Gage, L. Patrick Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
(Alumos and bases, only, band, 22p code)							
c/o Compound Therapeutics, Inc., 100]	Beaver Street, S						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Formela, Jean-Francois							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
c/o Compound Therapeutics, Inc., 100	Ragyan Stragt S	luita 200 Waltham MA	02453				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	- Fromotes	- Delicitationilei	L'Accutive Officer	- Director	Ocheral and or Managing Fathler		
(
Hove, Anders	OT 1	6	1				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
c/o Compound Therapeutics, Inc., 100	Beaver Street, S	Suite 300, Waltham, MA	02453				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 							
Each general and managing par	tner of partners	hip issuers.					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)			-				
Applied Genomic Technology Capital F	and I D						
Business or Residence Address	(Number and 5	Street, City, State, Zip Co	de)				
		•	,				
150 Cambridge Drive, 10 th floor, Cambr Check Box(es) that Apply:			_ 5				
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
rui Name (Last name mst, ii mgividdai)							
Polaris Venture Partners IV, L.P.							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
1000 Winter Street, Suite 3350, Walthar	m. MA 02451						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Atlas Venture Fund VI, L.P.	(Number and	Street City State 7in Co					
Business or Residence Address (Number and Street, City, State, Zip Code)							
890 Winter Street, Suite 320, Waltham,	MA 02451		· · · · · · · · · · · · · · · · · · ·				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Atlas Venture Fund V, L.P.							
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
200 Military Street Suite 220 Military MA 02451							
890 Winter Street, Suite 320, Waltham, Check Box(es) that Apply:		= D	OCC	- Di	Consoling Managine Parts		
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Tun rame (Last name mst, it marviously							
Rinconada LLC							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
c/o Frank D. Lee, Compound Therapeutics, Inc., 100 Beaver Street, Suite 300, Waltham, MA 02453							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Vicanials Associated IV I D							
Venrock Associates IV, L.P. Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
	(1.22.2041 22.00		,				
30 Rockefeller Plaza, Room 5508, New 1	York, NY 1011	2					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
NewcoGen Group LLC							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				
450 G 1 1 D 1 G 1 1 1 164	001.10						
150 Cambridge Drive, Cambridge, MA Check Box(es) that Apply:		T. D C	- F		T. Const. and the Managine Posters		
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
i an ivalite (Last hante first, if individual)							
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)				

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING	-	
1	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No
1.	Answer also in Appendix, Column 2, if filing under ULOE.	0	
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u>	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	Name (Last name first, if individual)		
	iness or Residence Address (Number and Street, City, State, Zip Code)		
25 463	most of Nestablica Addition (A.Chiest and Survey, State), safe Society		
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
	and Associated Produces Dealer		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [_ [[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MN] [MD] [ND] [ND] [OH] [OK] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $\,$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>27,000,000.54</u>	\$ <u>17,000,000</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>27,000,000.54</u>	\$ <u>17,000,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	Number of Investors 18	Aggregate Dollar Amount of Purchases \$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	D.	\$
	Printing and Engraving Costs		\$
	Legal Fees	=	\$ <u>100,000</u>
	Accounting Fees	0	\$
	Engineering Fees	0	\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)		\$
	Total	•	\$100,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	I and total expenses furnished in response t	te offering price given in response to Part C - p Part C - Question 4.a. This difference is the	•		S	26,900,000.54	
5.	for each of the purposes shown. If the amount check the box to the left of the estimate	ross proceeds to the issuer used or proposed to ant for any purpose is not known, furnish an e The total of the payments listed must equal h in response to Part C – Question 4 b above.	stimate the				
				Payments to Officers, Directors, & Affiliates		Payments To	
	Salaries and fees		Ö.	\$		\$	
	Purchase of real estate		O	\$.0	<u> </u>	
	Purchase, rental or leasing and installation of	f machinery and equipment	Ö	.s		\$	
	Construction or leasing of plant buildings at	d facilities	Ó	\$		S:	
	Acquisition of other business (including the that may be used in exchange for the assets						
	merger)		Ö.	\$	ο.	S	
	Repayment of indebtedness			\$ <u>4,681,574.92</u>		\$ 943,905.23	
	Working capital	૧૯૦૦ માન સ્થાપના માટે માન કર્યા મુખ્યત્વે કરાવા છે. આ પ્રાથમિક સ્થાપના માટે સ્થાપના માટે સ્થાપના માટે સ્થાપના ૧૯૦૦ માટે સ્થાપના	D .	\$	=	\$ <u>21,274,520.39</u>	
	Other (specify):		0	<u>s</u>		\$ <u></u>	
	Color and a Color and Color and Color	ta and the second of the secon	i.				
	grôfesit is est est de ser le			<u>`\$</u>		Š <u>.</u>	
	Column Totals	de egyp erken en grang man er biggefande er dig gelik bij en den biske an er dikke an efter delik beterik.		\$ 4.681,574.92	· 🖷 ·	\$ 22,218,425,62	
	Total Payments Listed (column totals added	· · · · · · · · · · · · · · · · · · ·		■ \$ <u>26</u>	26,900,000.54		
		D. FEDERAL SIGNATI	JRE.	And the Control of th		gger and angles growth and the first state of the f	
an u	issuer has duly caused this notice to be signed indertaking by the issuer to furnish to the U.S. accredited investor pursuant to paragraph (b)	Securities and Exchange Commission, upon	If this notice written reques	is filed under Rule 505, the it of its staff, the information	fallowing furnished	signature constitutes toy the issuer to any	
	cr (Print or Type) apound Therapeutics, Inc.	Signature Charles R. Car	t.	Date June 20, 2006	·		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
	rles R. Carter	Vice President, Finance		٠.			
	A CONTRACTOR OF THE CONTRACTOR		, Santania de la comp		r garawa	_{รรราช} - พ.ศ. พระสารแบบ เกราะกับ เกราะกับ เกราะการเกราะการเกราะการเกราะการเกราะการเกราะการเกราะการเกราะการเกราะ	
		ATTENTION	<u> </u>		···		
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